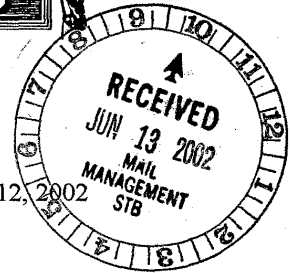




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June 12, 2002

Hon. Vernon A. Williams
Secretary
Surface Transportation Board
1925 K Street NW
Room 700
Washington, D.C. 20423

Re: Docket No. AB-565 (sub-no. 3X), New York Central Lines, LLC-Abandonment
Exemption-Berkshire County, Massachusetts; Docket No. AB-55 (Sub-No.
595X), CSX Transportation, Inc.-Discontinuance of Service Exemption in
Berkshire County, Massachusetts

Offer of Financial Assistance

Request to Substitute Purchaser

ENTERED
Office of the Secretary

JUN 13 2002

Part of
Public Record

Dear Secretary Williams:

Housatonic Railroad Company, Inc., ("Housatonic") filed a Revised Offer of Financial Assistance pursuant to 49 U.S.C. Sec. 10904 and 49 C.F.R. 1152.27(c)(2) to purchase a 1.91 mile line of railroad owned by New York Central Lines, LLC and operated by CSX Transportation, Inc. The parties were unable to reach agreement as to the purchase price and Housatonic thereafter requested the Board to set terms and conditions for the transaction. By decision dated April 18, 2002, the Board established a purchase price and set terms and conditions for the sale. By notice dated April 25, 2002, Housatonic accepted the price and terms established by the Board.

Housatonic desires to substitute Coltsville Terminal Company, Inc. ("Coltsville") as the purchaser of the Line. Both Housatonic and Coltsville are wholly owned subsidiaries of Housatonic Transportation Company and are corporate affiliates.¹ Housatonic and Coltsville have reached agreement under the terms of which Coltsville will acquire the Line and Housatonic

¹ Coltsville Terminal Company, Inc. is a newly formed Massachusetts corporation created for the purpose of acquiring title to the Line.

will operate the Line to be acquired. Housatonic guarantees the performance by Coltsville of its obligations under the provisions of 49 C.F.R. 1152.27, including payment by Coltsville of the purchase price for the Line, and Housatonic will retain the obligations to operate the Line pursuant to 49 C.F.R. 1152.27.

In accordance with the provisions of 49 C.F.R. 1152.27(i)(1), Housatonic and Coltsville request the Board to find that Housatonic has guaranteed the financial responsibility of Coltsville and to approve the substitution of Coltsville as Purchaser of the Line .

Please date stamp the copy of this letter and return it in the enclosed envelope.

Thank you.

Housatonic Railroad Company, Inc.
Coltsville Terminal Company, Inc.

By Edward J. Rodriguez
Edward J. Rodriguez
General Counsel

cc: Natalie S. Rosenberg, Esq.
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